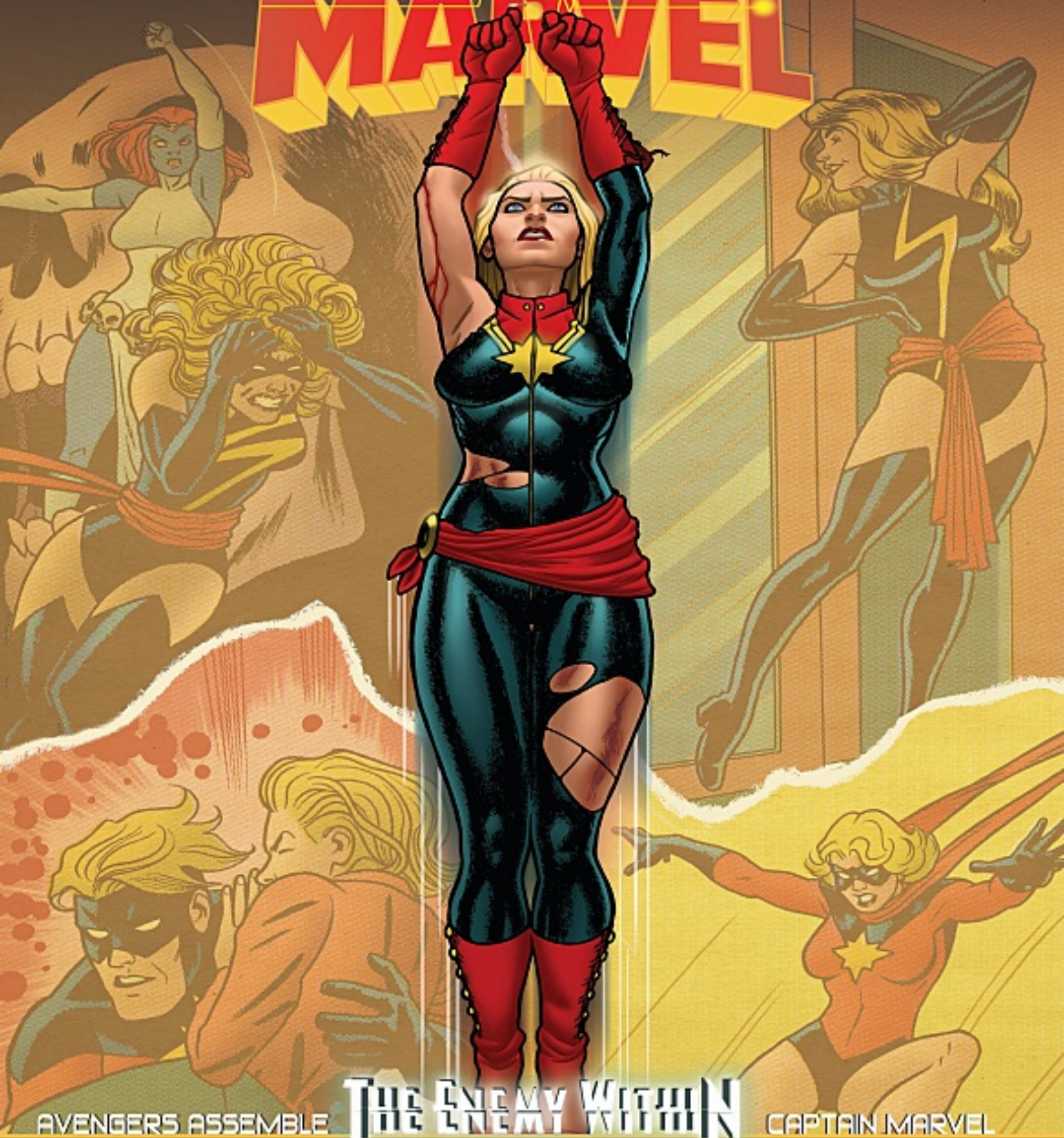


CAPTAIN MARVEL



AVENGERS ASSEMBLE

THE ENEMY WITHIN

CAPTAIN MARVEL

MARVEL
NOW!

PART FIVE
OF FIVE

DECONNICK
HEPBURN
SANDOVAL
TROY

014

CAPTAIN MARVEL

AVENGERS ASSEMBLE

THE ENEMY WITHIN

CONCLUSION



**CAPTAIN
MARVEL**
CAROL
DANVERS



HAWKEYE
CLINT
BARTON



**CAPTAIN
AMERICA**
STEVE
ROGERS



**BLACK
WIDOW**
NATASHA
ROMANOFF



THOR



HULK
BRUCE
BANNER



WOLVERINE
JAMES
"LOGAN"
HOWLETT



WASP
JANET
VAN DYNE



**SPIDER-
WOMAN**
JESSICA
DREW



FALCON
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FILE: PART 4



Long thought to have been killed in the explosion of the Psyche-Magnitron, the device that gave Captain Marvel her powers, Yon-Rogg, a disgraced Kree warrior and villainous figure from Carol's past, has traveled to the present in secrecy and taken on a new name: The Magnitron. Targeting Captain Marvel and her allies, he awakened an army of robotic Kree sentries to wreak havoc across the globe, and Captain Marvel knows just where he's aiming next!

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**THE SKY ABOVE
NEW YORK CITY.**

★ MY WORST
NIGHTMARE,
WRIT LARGE.

A CITY--MY CITY--
ABOUT TO BE
CRUSHED AT THE
HANDS OF A LUNATIC
WHO'S MADE ME
AN ACCOMPLICE
TO HIS PLAN.

YON-ROGG
PLAYED ME.
I WAS FOOL
ENOUGH TO
LET HIM.

AND NOW THAT I
KNOW, NOW THAT
I UNDERSTAND...

I'M NOT SURE
I HAVE THE
STRENGTH TO
STOP HIM.

S.W.O.R.D. HEADQUARTERS.

ALL AGENTS TO EMERGENCY STATIONS WE ARE AT CODE RED REPEAT ALL AGENTS TO

SIR, MISSILE DEFENSE CAN'T FIRE.

WHAT DOES THAT MEAN, THEY CAN'T FIRE?!

SIR, THEY CAN'T. IF THEY FIRE AND THAT THING FALLS OUT OF THE SKY, IT'LL WIPE OUT HALF THE CITY. S.H.I.E.L.D. SAYS THE AVENGERS--

IF THAT THING GETS BIGGER AND KEEPS COMING DOWN, IT'LL WIPE OUT THE WHOLE CITY!

THE AVENGERS ARE HIGH-TAILING IT BACK HERE AS QUICK AS THEIR RADIO-ACTIVE BUTTS WILL CARRY THEM.

BUT UNTIL THE CAVALRY ARRIVES, IT'S ON US TO EITHER FIND A WAY TO STOP THIS THING--

OR VAPORIZE IT!

YESSIR.

ANY MINUTE NOW WOULD BE GOOD.

I'M GETTING
WEAKER AS
WE'RE GETTING
CLOSER...

HE CAN'T
BE FAR AWAY
NOW--

THERE!

YON-ROGG!

AHL...
I'VE
BEEN
EXPECTING
YOU.









"WHATEVER THIS IS," SAYS THE GIRL. YOU DON'T RECOGNIZE KREE-LAR, MISS DANVERS?

I SUPPOSE THIS ISN'T HER BEST ANGLE.



IT'S ACTUALLY NEW KREE-LAR... AN EXACT REPLICA OF OUR CAPITAL CITY, MANIFESTING FROM MY MEMORY...AND YOURS.



THAT LUNATIC'S GOING TO SET HIS CITY DOWN ON OUR CITY AND BLOT OUT EIGHT MILLION LIVES!

AGENT BRAND, ARE YOU HEARING THAT GUY?



THROUGH CAPTAIN MARVEL'S EAR-PIECE, WENDY, YES.

YOU CAN'T JUST BUILD A WHOLE CITY OUT OF AIR--THAT'S AN ENERGY-TO-MATTER CONVERSION ON AN IMPOSSIBLE SCALE!

SO EITHER IT'S AN ILLUSION AND IT'S NOT ACTUALLY HAPPENING--



INSTRUMENTS SAY IT'S ALL REAL.

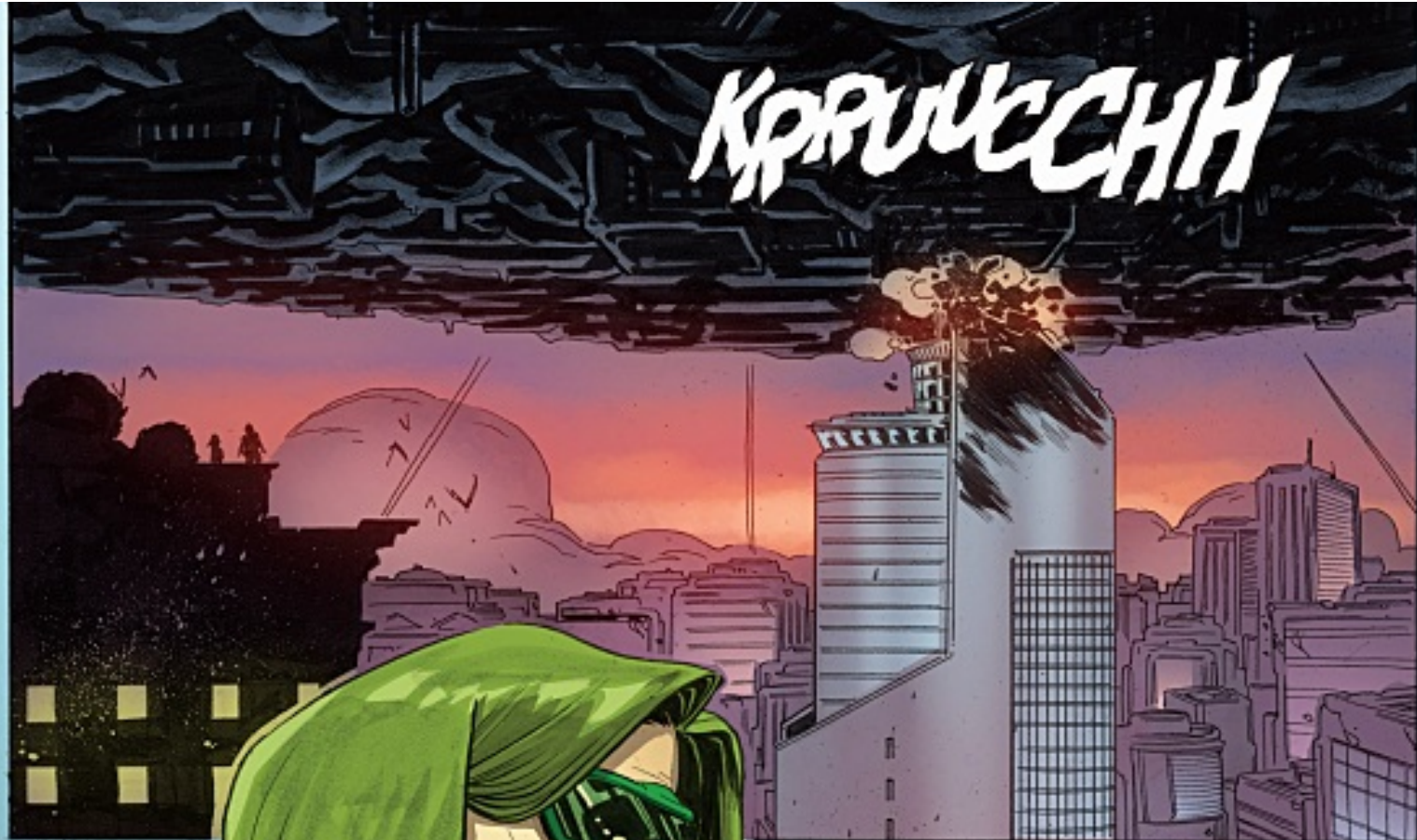
WHERE'S HE GETTING THAT KIND OF POWER? HE'S GOT TO HAVE AN OUTSIDE SOURCE!

IF YOU COULD IDENTIFY IT, MAYBE IT COULD BE DISRUPTED?



YOU HEARD MS. KAWASAKI, GENIUSES! OUTSIDE POWER SOURCE! FIGURE IT OUT.





WE'VE GOT
CONTACT!

WHERE
ARE MY
AVENGERS?!



MAKING
OUR WAY TO
CAROL AS QUICK
AS WE CAN,
BRAND--



"BUT HE'S SET UP
ONE HELL OF A
PERIMETER."



I AM
JUST ONE
AVENGER. THE
OTHERS--

THE OTHERS
ARE BEING
HELD AT BAY BY
THE FORCES THAT
YOU HELPED ME
TO CREATE!



LOOK
AT ME.

YOU ARE
NOT JUST ONE
AVENGER, YOU ARE
THE ONLY ONE WHO
WILL SURVIVE WHEN
MY CITY TAKES
ITS PLACE.

YOU
KNOW WHY,
DON'T
YOU?



...
BECAUSE
I HAVE A PIECE
OF YOU INSIDE
MY HEAD.



IT WAS SO SMALL AT FIRST!
BARELY A SPLINTER, NESTLED
IN YOUR CRANIUM DURING THE
BLAST. BUT YOU NURTURED IT
FOR ME LIKE A PROPER
PETRI DISH.

AS IT
GREW, YOUR
STRENGTH
BECAME MY
STRENGTH...



...AND I
GAINED ACCESS
TO YOUR
MEMORIES
TOO.

YOUR
ENTIRE
BIOGRAPHY,
CONSPIRING TO
HUMILIATE
YOU.



THAT
SOUNDED
REALLY CLOSE.
I COULD FEEL
THE GROUND
SHAKE.



PEOPLE!
HOW HARD IS
IT TO FIND A
POWER
SOURCE?!

DID YOU
SPEAK?

IT WAS MY
EARPICCE. THE
AVENGERS WANT
TO KNOW WHAT
YOU'RE USING
FOR A POWER
SOURCE.



DO TELL THEM! IT'S YOU,
MISS DANVERS. ALL THEY
HAVE TO DO TO STOP ME
IS FIND A WAY TO
TURN OFF...

YOU.



I CAN'T
PROCESS
ENOUGH ENERGY
TO CREATE A
WHOLE CITY.



"NOT AS IS. NO. SO I
USED THE SENTRIES TO
CREATE AN AMPLIFYING
FIELD.

"AND YOU DID ME THE
KINDNESS OF WALKING
RIGHT INTO THE
CENTER OF IT."

YOU GUYS! WE CAN'T DISCONNECT HIM FROM HER, BUT WHAT IF WE DISRUPTED THE AMPLIFIER?! MOVE THE SENTRIES!

NO DICE! EVEN THOR COULDN'T BUDGE ONE OF THOSE THINGS ONCE THEY COMPLETED THEIR CIRCUIT!

DON'T TRY TO MOVE THE SENTRIES, JUST DISRUPT THE CIRCUIT! THE RED BEAMS! DISRUPT THE RED BEAMS!

WENDY, THOSE "RED BEAMS" ARE INCREDIBLY POWERFUL LASERS! YOU CAN'T JUST STICK A MIRROR IN THERE.

ANYTHING WE TRIED TO USE WOULD BE DESTROYED.

THE BEAMS WOULD BLAST RIGHT THROUGH!

THEN USE SOMETHING INDESTRUCTIBLE!

LIKE WHAT? THE HULK? YOU KNOW THAT'S NOT LITERAL--

I'VE GOT JUST THE THING.



THEY'LL
NEVER MAKE
IT IN TIME.

CITIZENS
ARE URGED TO
SHELTER AWAY FROM
WINDOWS, IF AT ALL
POSSIBLE. OFFICIALS
ALSO REQUEST
THAT--

LOOK
AT ME!

WHEN NEW
YORK CITY IS CRUSHED
BY NEW KREE-LAR, AND
I TAKE MY SEAT AS HER
KING, MY FIRST ORDER
WILL BE TO CONSTRUCT
FOR YOU A CRYSTAL
CHAMBER...

IN WHICH
YOU WILL SPEND
THE REST OF YOUR
LONG AND MISERABLE
LIFE ACHING FOR YOUR
HOME THE WAY
I HAVE ACHED
FOR MINE.

FOR ALL
THAT YOU HAVE
STOLEN FROM ME,
MISS DANVERS,
THAT IS BETTER
THAN YOU
DESERVE.

SMACK

YOU WILL
FACE YOUR
KING, MISS
DANVERS!


NO...




IT'S
CAPTAIN.
YOU LITTLE
MAGGOT.



AND YOU'RE
NOT GONNA
HURT ANYONE
TODAY.




WHAT'S SHE DOING? SHE'S FLYING. CAN SHE FLY? WON'T SHE FLYING KILL HER?



IT WON'T KILL HER, AGENT BRAND, BUT HER BRAIN COULD HEMORRHAGE AND--

OH MY GOD.



CAROL-- DON'T! WE'VE GOT THIS. THOR'S GOT CAP'S SHIELD! HE CAN USE IT TO BREAK THE CIRCUIT!



HE'LL NEVER MAKE IT IN TIME.


I'M SORRY, JESSICA, AND THANK YOU. THANK YOU ALL.

FOR EVERYTHING.


NO! CAROL DANVERS, THIS STUNT YOU'RE TRYING TO PULL IS NOT AN OPTION!




YOU'RE
NOT ALLOWED
TO GIVE UP--!
~KRSSH~



I'M NOT
GIVING UP, JESS.
I'M MAKING A
CHOICE.



I'M SEVERING
THE CONNECTION
TO HIS POWER
SOURCE AND
SAVING EIGHT
MILLION LIVES.



I CAN THINK
OF WORSE
WAYS TO--

ДНННН!



WAIT! NEW
KREE-LAR IS
STARTING TO
DISINTEGRATE!
THOR--DID YOU
DISRUPT THE
CIRCUIT?

NO, AGENT
BRAND. THE
BEAMS WENT OUT
A MOMENT BEFORE
I ARRIVED HERE.
THIS SENTRY
IS--

"...DEACTIVATING!"

HONORABLY
FOUGHT.
CAPTAIN
MARVEL.

CAROL...
NO...

NO...

SHE
BEAT YOU,
MISTER. IT'S
OVER...

CAPTAIN
MARVEL
WON.

ALERT
CONDITION YELLOW--
ALL AGENTS MAY
RESUME STANDARD
PROTOCOLS--
REPEAT ALERT--

THEY DID
IT! SEE, MOM.
I TOLD YOU!
CAPTAIN MARVEL
ALWAYS SAVES
THE DAY!


HOW DO
WE...WHAT
DO WE TELL
HER?

THE TRUTH,
FRANK. FIRST,
WE TELL HER SHE'S
RIGHT. THAT SHE
CHOSE HER
HERO WELL...

AND
THEN WE
TELL HER
WHAT THAT
MEANS.

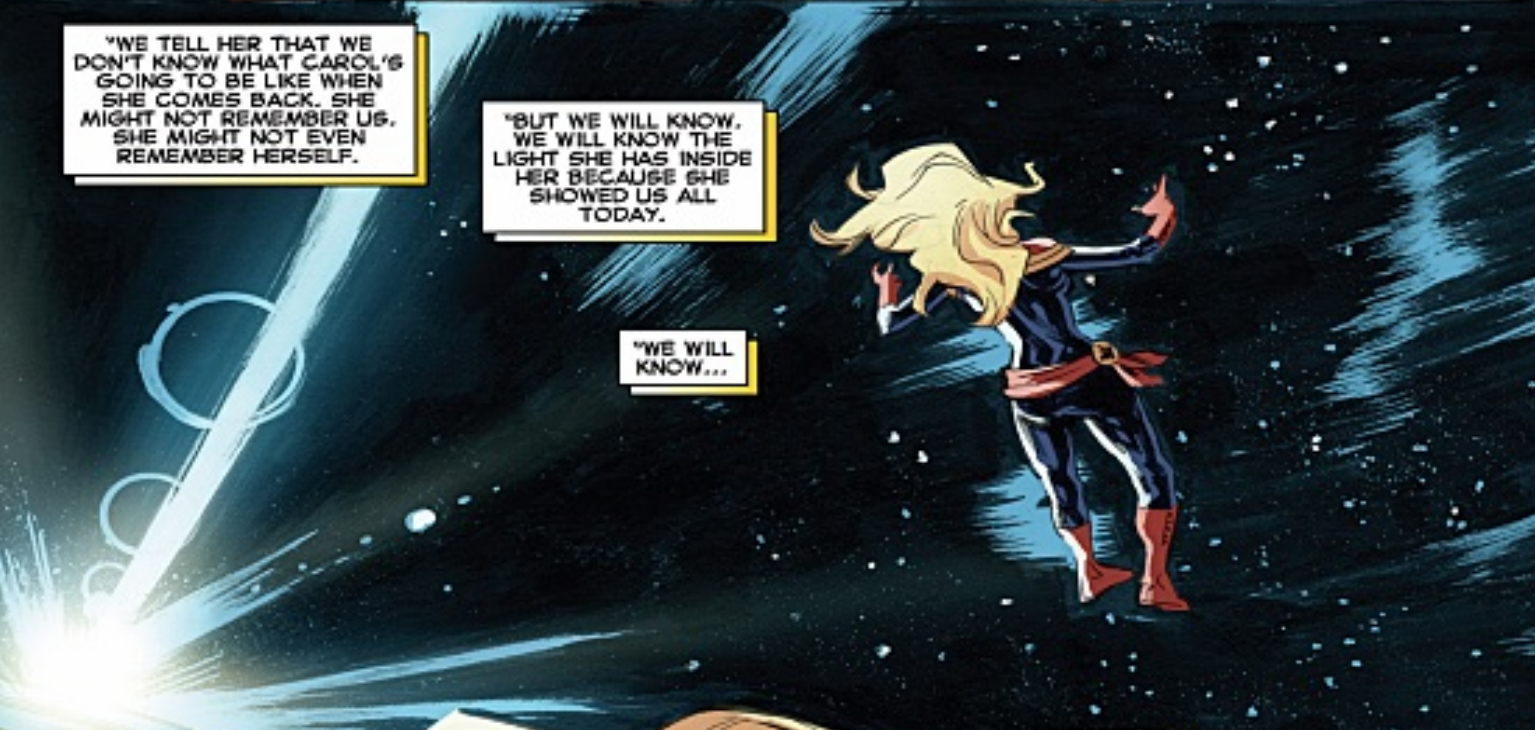
HEY, LIEUTENANT
TROUBLE! WHAT'S A
MAJOR GOTTA DO TO
GET A HUG AROUND
HERE?

COMING
RIGHT
UP, MAJOR
MOM!



"WE TELL HER THAT
HEROES AREN'T
DEFINED BY THEIR
POWERS OR THEIR
COSTUMES...


"BUT BY THE
CONTENT OF
THEIR HEARTS.



"WE TELL HER THAT WE
DON'T KNOW WHAT CAROL'S
GOING TO BE LIKE WHEN
SHE COMES BACK. SHE
MIGHT NOT REMEMBER US.
SHE MIGHT NOT EVEN
REMEMBER HERSELF.

"BUT WE WILL KNOW.
WE WILL KNOW THE
LIGHT SHE HAS INSIDE
HER BECAUSE SHE
SHOWED US ALL
TODAY.

"WE WILL
KNOW..."



"SHE'S
CAPTAIN
MARVEL..."

"SHE'S
OUR
HERO."



LET'S

RAP WITH CAP

Send letters to:

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Didn't think we'd end it like that, did ya? Don't worry we did NOT kill Captain Marvel. If you missed the previews, Carol's about to jump into an Infinity adventure next month. However, she will be slightly different the next time you see her. That's all I'm sharing for now—even if you try to bribe me with cookies or chocolate covered strawberries or something—I'll never tell! But I mean, no harm in trying (strawberries are in season, bt-dubs).

I think that Carol's strength as a hero has little to do with her actual powers and more to do with what she chooses to do with them—protect those she loves. As her little protégé Kit stood by and watched her beloved champion beat the bad guy once again, I started wondering what it actually meant to be someone's hero. Recently, my niece Zayna made my heart melt when she named me her hero for a school project and presented me with this swanky award:



Usually this is where I'd turn into a braggart, but I was honestly so touched by the gesture—and confused as to why she picked me—that I was tearing throughout the ceremony. It dawned on me then that I actually have a lot of responsibility on my hands to *not screw it all up!* I have a nine-year-old niece who actually thinks I'm worthy—so now I've got to live up to that image and make sure that everything I do is a positive example for her. Until, of course, she's old enough to realize I'm a farce! (Kidding, ZZ, thanks for picking me, I love you!)

We've all got our heroes in the real world. Whether they're people who actually save lives, or people who teach you how to ride a bike—they're the ones who make you want to be a better person, too. So in the effort to honor our real life heroes, I asked the rest of the Captain Marvel team who they'd name as theirs...

I've been blessed with so many. On my mind right now, my great aunt who we call "Gamma Polly." Heroes are defined by their courage and nobility. I could spend all day telling you stories of Polly's noble acts, but it's her courage in the face of her cancer struggle that moves me to name her. She's modeling a kind of grace and compassion that doesn't just put me in awe of her, but of what we as human beings are capable of.

—Kelly Sue DeConnick

My dearest personal hero is my Dad for his constant selfless acts of kindness.

—Jordie Bellaire

I'm inspired by teachers who wake up every morning and prepare my kids for the future. With little pay and no fame, they are some of the most important people in our society.

—Steve Wacker

Jim Troy, my dad. The most intelligent person I know. My entire life, he's never answered my questions with "I don't know." Through peaks and valleys, he's always been there for me. He handles any situation, no matter how adverse, with such grace. Plus, he's extremely handsome!

—Andy Troy

When my dad came to this country at 16-years-old, his family didn't have much money and he didn't speak a word of English. Even though he was almost finished with school back in Sicily, he enrolled in high school as a freshman here in New Jersey. Four years later he went to college on a scholarship

and by the time he was 35, owned and operated two businesses that he'd have for 30 years. Today, he's a councilman in the town he lives in. His story proves that we can do anything we set our minds to if we work hard, believe in ourselves and never give up!

—Joe Caramagna

And mine? Well I'm blessed with a lot, but I've got two amazing forces in my life—my mom and dad. They came here from Pakistan in the '60s broke and alone. 50 years later they've helped more people financially and emotionally than I will probably ever know in my life. My mother texts me poems of love every day, and my dad, now diagnosed with cancer, still wakes up every morning with a smile on his face and asks, "How are you?"

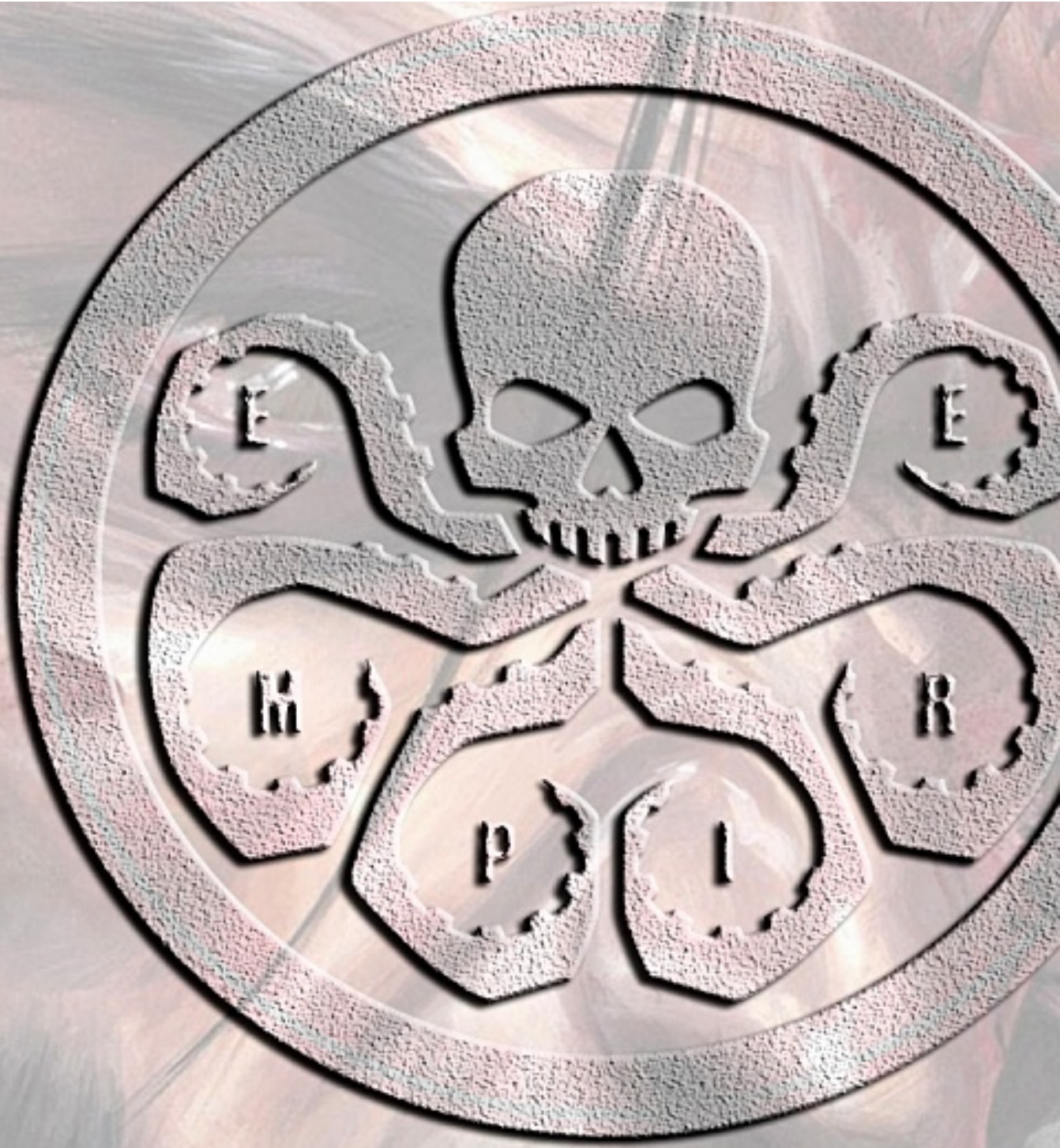
So with that, this issue is dedicated to all of the heroes in our lives—thanks for making us want to be the best version of ourselves.

Your turn, Carol Corps, find someone to be an inspiration for.

Love, peace and spandex,
Sana

NEXT ISSUE





N A I

